

Sage Therapeutics, Inc.
Form 8-K
June 03, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 28, 2015

SAGE THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-36544
(Commission File Number)

27-4486580
(I.R.S. Employer
Identification No.)

215 First Street

Cambridge, MA
(Address of principal executive offices)

02142
(Zip Code)

Registrant's telephone number, including area code: (617) 299-8380

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07.Submission of Matters to a Vote of Security Holders.

Sage Therapeutics, Inc. (the Company) held its Annual Meeting of Stockholders (the Annual Meeting) on May 28, 2015. As of April 2, 2015, the record date for the Annual Meeting, there were 25,832,217 outstanding shares of the Company s common stock. The Company s stockholders voted on the following matters, which are described in detail in the Company s Definitive Proxy Statement filed with the U.S. Securities and Exchange Commission (SEC) on April 17, 2015: (i) to elect Steven Paul, M.D. and Robert T. Nelsen as Class I directors of the Company to each serve for a three-year term expiring at the Company s annual meeting of stockholders in 2018 and until their successors have been duly elected and qualified (Proposal 1), (ii) to ratify the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2015 (Proposal 2) and (iii) to ratify the Company s 2014 Stock Option and Incentive Plan (Proposal 3).

The Company s stockholders approved the Class I director nominees recommended for election in Proposal 1 at the Annual Meeting. The Company s stockholders voted for Class I directors as follows:

Class I Director Nominee	For	Withheld	Broker Non-Votes
Steven Paul, M.D.	20,028,368	2,323,189	530,271
Robert T. Nelsen	20,780,676	1,570,881	530,271

The Company s stockholders approved Proposal 2. The votes cast at the Annual Meeting were as follows:

For	Against	Abstain
22,857,181	23,545	1,102

The Company s stockholders approved Proposal 3. The votes cast at the Annual Meeting were as follows:

For	Against	Abstain	Broker Non-Votes
18,689,113	3,659,967	2,477	530,271

No other matters were submitted to or voted on by the Company s stockholders at the Annual Meeting.

* * *

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 3, 2015

SAGE THERAPEUTICS, INC.

By: /s/ Jeffrey M. Jonas
Jeffrey M. Jonas, M.D.

President and Chief Executive Officer